



BUSINESS LICENSE COMMISSION
COUNTY OF LOS ANGELES
374 KENNETH HAHN HALL OF ADMINISTRATION
500 WEST TEMPLE STREET
LOS ANGELES, CA 90012
(213) 974-7691



May 4, 2011

Heidi Babcock
June Jubilee
c/o Aveson Charter School
1919 Pinecrest Drive
Altadena, CA 91001

MEMBERS
STEVEN AFRIAT
PRESIDENT
RENÉE CAMPBELL
VICE-PRESIDENT
SARA VASQUEZ
SECRETARY
JAMES BARGER
COMMISSIONER
SHAN LEE
COMMISSIONER

**APPLICATION FOR NOTICE OF INTENTION TO SOLICIT
AND INFORMATION CARD**

Dear Applicant:

The Business License Commission will hold a hearing on the above matter on **Wednesday, May 11, 2011 at 9:00 a.m.** in Room 374-A, 500 West Temple Street, Los Angeles, CA 90012. Your presence is requested at this hearing. If you are unable to attend you may authorize a representative to appear on your behalf. The representative must present signed and duly notarized letter giving authorization and the reasons you are unable to appear.

RIGHT TO REPRESENTATION / FOREIGN LANGUAGE SPEAKERS

You have the right to be represented at this hearing by an attorney or other individual of your choosing and at your own cost. In the absence of a representative, you must represent yourself and the hearing will proceed as scheduled.

If you require a translator, you must arrange at your own cost to have present at the hearing either a **professional/certified interpreter or other person who is fluent in both English and your native language.** If you are unable to locate an interpreter, please contact our office and you will be provided a list of interpreting services.

Parking is available at your cost in Lot 14, the Music Center lot, located at the corner of Grand Avenue and Temple Street. A map is enclosed. **Please note proceedings begin promptly at 9:00 a.m. The Business License Commission reserves the right to reschedule your hearing to a later date for failure to timely appear.**

Sincerely,

STEVEN AFRIAT
President

Twila P. Kerr
Commission Staff

NOTICE OF INTENTION TO SOLICIT
To Appeal or Solicit for Charitable Purposes in the
UNINCORPORATED Portions of the
COUNTY OF LOS ANGELES
BUSINESS LICENSE COMMISSION
374 Kenneth Hahn Hall of Administration
500 West Temple Street
Los Angeles CA 90012
Telephone: 213/974-7691

ALL QUESTIONS MUST BE ANSWERED, PLEASE TYPE OR PRINT.

(Los Angeles County Code, Volume 3, Title 7, Chapter 7-24 requires that this Notice of Intention to be filed *at least 30 days prior to beginning your* solicitation or advertisement for your fund-raising activity. No advertisement or solicitation may begin until this office has issued an Information Card. "No" or "None" may be written where appropriate on this form. Additional Information may be added on separate sheets; however *do not* add separate sheets in lieu of answering the questions on this form.)

1. AVESON CHARTER SCHOOL When organized: 2007
(Full Name of Organization) Incorporated: ☒ Yes No
2. 1919 PINECREST DR. Altadena 91001
(Address: Street, City and Zip Code) (Telephone - Daytime)
3. HEIDI BABCOCK 567 E. Howard St. PASADENA, CA 91104 626) 437-2090
(Name of Person in Charge of Appeal -- Address and Zip Code) (Telephone -- Daytime and E-mail Address)
heidi.babcock@gmail.com
4. TO CONDUCT OR SOLICIT: SCHOOL FAIR
(If only to solicit funds, it would be a General Appeal, if a specific event, state type of event)
5. WHERE and WHEN this fund-raising activity will be held: 6/4/11 AT
(If specific event, exact dates)
FARNSWORTH PARK IN ALTADENA
6. Solicitation/Advertisement starts when issued; ends 6/4/11
(Specific date, or when issued) (Last day of specified event)
7. SPECIFIC Purpose of this Solicitation: to raise funds for student enrichment
8. ANTICIPATED Gross Goal (Before deducting expenses): \$ 20,000 - \$ N/A \$ N/A
(LOCAL) (STATE) (NATIONAL)
9. If this solicitation or activity is conducted on behalf of another organization, give its name and address and enclose a copy of a letter of authorization from organization(s).
10. Solicitation/Advertisement to be made by means of (indicate by checking below):
(☒) Volunteer Solicitors (☒) Box Office Sales (☒) Posters (☒) Bulletins
() Paid Solicitors () Telephone (☒) Newspapers
(☒) Personal Approach (☒) Radio/Television () Mail
Other _____ methods _____ (specify): _____
11. Admission: \$ 0 Tickets .50¢ Invitations N/A No. Printed _____
Numbered _____
SPECIFY PER PERSON
PER COUPLE
Selling prices: (Ads, cookies, etc.) .50¢ a ticket Cost of Carnival Tickets: .50¢
Games: .50¢ a ticket Rides: N/A

12. Itemized list of *ANTICIPATED* expenses to be incurred in conducting this solicitation only:

Salaries	<u>N/A / Donated</u>	Printing Advertisement	<u>DONATED</u>
Solicitors		Stationery/Postage	<u>"</u>
Managers		Prizes	<u>"</u>
Promoters		Cost of Merchandise	<u>DONATED</u>
Other		Refreshments/Meals	<u>"</u>
Rents	<u>1316.36 + 1120.36 = \$3906.72</u>	Miscellaneous:	<u>Trash 800</u>
Music	<u>N/A</u>	(Specify)	<u>Porta Potties 600</u>
Telephone	<u>N/A</u>	ANTICIPATED TOTAL	<u>\$ 8000 5306.72</u>

13. a. 26.50 Percent (anticipated) of gross contributions for expenses (divide gross goal --Item No. 8-- into expenses ---Item No. 12.---)
- b. 73.50 Percent (anticipated) of gross contributions to be used as specified in application (subtract percent for expenses --- 13. a. --- from 100%)
- c. N/A Percent of the proceeds to be used outside of Los Angeles County and specify where it will be use (If applicable)

NOTE: PLEASE BREAK ALL PERCENTAGES DOWN TO THE NEAREST TENTH.

14. I the signer of this Notice of Intention, attach hereto copies of the following as required:
- Articles of Incorporation and/or Bylaws of this organization (BOTH if group is incorporated)
 - Names, Titles and Terms of Offices for two Officers of this organization
 - Current Financial Statement (treasurer's report, audit, etc.)
 - A statement of any and all agreements or understandings made or had with any agent, solicitor, promoter or manager of this solicitation, or a copy of such agreement or understanding, if it is in writing. none
 - Tax exemption certificate. State & Federal

(Items a, b, c and e above must be submitted. If items c or d do not apply to your group, indicate "none")

I have read and understand the provisions of Los Angeles County Code, volume 3, Title 7, Chapter 7-24 and before authorizing any person to solicit, I will require the solicitor to read Sections 7-24-010 to 7-24-400 of said Ordinance.

Within 30 days after the completion of the solicitation, I will submit the Report of Results of Activity form to the Business License Commission, indicating all receipts and expenditures of this appeal/activity.

PLEASE PRINT NAME AND THEN SIGN. AN OFFICER OF THE ORGANIZATION MUST SIGN.

"I declare under penalty of perjury under the laws of the County of Los Angeles and the State of California that the foregoing is true and correct."

Karl M. Bean DIRECTOR
(Signature and Title)

1919 E. PINECREST DR., ALTADENA, CA 91001
(Complete Address)

(626) 437-2090 5/3/11
Daytime Telephone Number Today's Date

NON-COMPLIANCE WITH, OR VIOLATION OF, LOS ANGELES COUNTY CODE, VOLUME 3, TITLE 7, CHAPTER 7-24, IS A MISDEMEANOR PUNISHABLE BY A FINE OR IMPRISONMENT -- OR BOTH.

IMPORTANT REMINDER: A current list of officers and a current financial statement or audit must be sent at least once annually to keep your file updated. Other documents are not necessary unless they have new or additional information, or amendments.

Please give the name and telephone number of a person that we may contact for questions regarding the "NOTICE OF INTENTION" application.

Name: _____ Telephone No. _____

INTERNAL REVENUE SERVICE
P.O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **AUG 21 2008**

AVESON
PO BOX 434
PASADENA, CA 91102

Employer Identification Number:
20-2937518
EIN:
17053165029017
Contact Person:
JOANNA YAWNEY ID# 95078
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
June 30
Public Charity Status:
170(b)(1)(A)(ii)
Form 990 Required:
Yes
Effective Date of Exemption:
June 7, 2005
Contribution Deductibility:
Yes
Addendum Applies:
Yes

Dear Applicant:

We are pleased to inform you that upon review of your application for tax exempt status we have determined that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Contributions to you are deductible under section 170 of the Code. You are also qualified to receive tax deductible bequests, devises, transfers or gifts under section 2055, 2106 or 2522 of the Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Organizations exempt under section 501(c)(3) of the Code are further classified as either public charities or private foundations. We determined that you are a public charity under the Code section(s) listed in the heading of this letter.

Please see enclosed Publication 4221-PC, Compliance Guide for 501(c)(3) Public Charities, for some helpful information about your responsibilities as an exempt organization.

Letter 947 (DO/CG)

AVESON

Sincerely,

A handwritten signature in cursive script, appearing to read "Robert Choi". The signature is written in dark ink on a light background.

Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosures: Publication 4221-PC

AVESON

INFORMATION FOR CHARTER SCHOOLS

You are not subject to the specific publishing requirements of Revenue Procedure 75-50, 1975-2 C.B., page 587, as long as you are operating under a contract with the local government. If your method of operation changes to the extent that your charter is terminated, cancelled, or not renewed, you should notify us. You will also be required to comply with Revenue Procedure 75-50.

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



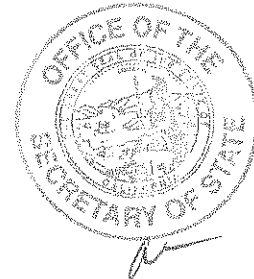
IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 06 2006

A handwritten signature in cursive script, reading "Bruce McPherson".

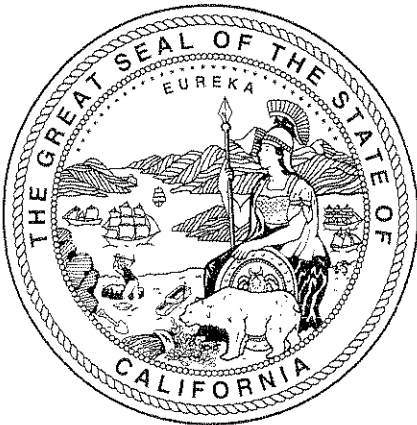
BRUCE McPHERSON
Secretary of State

State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of / page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 25 2006

BRUCE McPHERSON
Secretary of State

NCTD

A0647951

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION**

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

JUL 18 2006

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of Aveson Center,
a California corporation.
2. Article I. of the Articles of
Incorporation of this corporation is amended to read as follows:

The name of the Corporation is: Aveson
3. The foregoing amendment of Articles of Incorporation has been duly
approved by the board of directors.
4. The foregoing amendment of Articles of Incorporation has been duly
approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of
California that the matters set forth in this certificate are true and correct of
our own knowledge.

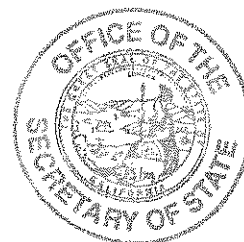
DATE: July 10, 2006

Kathryn Bean, President

Kathryn Bean

Amy McCammon, Secretary

Amy McCammon



BYLAWS

OF

AVESON

(A California Nonprofit Public Benefit Corporation)

ARTICLE I NAME

Section 1. NAME. The name of this corporation is Aveson.

ARTICLE II PRINCIPAL OFFICE OF THE CORPORATION

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the transaction of the activities and affairs of this corporation is 2020 N. Fair Oaks, Pasadena, State of California. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2. OTHER OFFICES OF THE CORPORATION. The Board of Directors may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE III GENERAL AND SPECIFIC PURPOSES; LIMITATIONS

Section 1. GENERAL AND SPECIFIC PURPOSES. The purpose of this corporation is to manage, operate, guide, direct and promote the Aveson School of Leaders ("ASL"), a grade K-5 California public charter school, and the Aveson Global Leadership Academy ("AGLA"), a grade 6-12 California public charter school. Also in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation.

The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV CONSTRUCTION AND DEFINITIONS

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context indicates otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of

the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE V DEDICATION OF ASSETS

Section 1. DEDICATION OF ASSETS. This corporation's assets are irrevocably dedicated to public benefit purposes as set forth in the AGLA and ASL Charters. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE VI CORPORATIONS WITHOUT MEMBERS

Section 1. CORPORATIONS WITHOUT MEMBERS. This corporation shall have no voting members within the meaning of the Nonprofit Corporation Law. The corporation's Board of Directors may, in its discretion, admit individuals to one or more classes of nonvoting members; the class or classes shall have such rights and obligations as the Board of Directors finds appropriate.

ARTICLE VII BOARD OF DIRECTORS

Section 1. GENERAL POWERS. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors ("Board").

The Board may initiate and carry on any program or activity or may otherwise act in a manner which is not in conflict with or inconsistent with or preempted by any law and which are not in conflict with the purposes for which schools are established.

The Board may delegate the management of the corporation's activities to any person(s), employee(s), management company, or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board (i.e., the Board retains ultimate responsibility over the performance of those powers or duties so delegated). Such delegation shall:

- Be in writing;
- Specify the individual or entity the Board is delegating authority to;
- Describe in specific terms the authority of the Board of Directors being delegated, any conditions on the delegated authority or its exercise, and the beginning and ending dates of the delegation; and
- Require an affirmative vote of a majority of Board members.

However, the Board may not delegate the following responsibilities: budget approval, and approval of the fiscal and performance audits.

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Section 1 of these bylaws, but subject to the same limitations, the Board of Directors shall have the power to:

- a. Appoint and remove, at the pleasure of the Board of Directors, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.
- b. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in California for holding any meeting of members.
- c. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- d. Adopt and use a corporate seal; prescribe the forms of membership certificates; and alter the forms of the seal and certificates.

Additionally, the Board of Directors is fully responsible for the operation and fiscal affairs of AGLA and ASL, including but not limited to the following:

- a. Identify, negotiate, and approve all contractual agreements.
- b. Approve and monitor AGLA's and ASL's annual budgets.
- c. Act as a fiscal agent. (This includes the receipt of funds for the operation of AGLA and ASL in accordance with charter school laws and the receipt of grants and donations consistent with the missions of AGLA and ASL.)
- d. Contract with an external independent auditor to produce an annual financial audit for AGLA and ASL according to generally accepted accounting principles (GAAP).
- e. Establish operational committees as needed.
- f. Regularly measure progress of both student and staff performance.
- g. Involve parents and community in school related programs.
- h. Execute all applicable responsibilities provided in the California Corporations Code.
- i. Approve the AGLA and ASL school calendars and schedule of Board meetings.
- j. Participate in the dispute resolution procedure and complaint procedures when

necessary.

- k. Approve charter amendments as necessary and submit material revisions as necessary for Granting Agency consideration.
- l. Approve annual fiscal audit and performance report(s) for AGLA and ASL.
- m. Appoint an administrative panel or act as a hearing body and take action on recommended student expulsions.
- n. Adopt a Conflict of Interest Code which complies with the Political Reform Act, the California Corporations Code conflict of interest rules, and any charter school specific conflict of interest regulations. The Conflict of Interest Code shall be submitted to the Los Angeles County Board of Supervisors for approval.
- o. Hold all Board meetings in compliance with the Brown Act.
- p. Hold Board meetings regularly, at least once a month.
- q. Attend an annual in-service for the purposes of training individual Board members on their responsibilities with topics to include, at a minimum, conflicts of interest and the Brown Act.

Section 3. DESIGNATED DIRECTORS AND TERMS. The number of voting directors shall be no less than three (3), including: two (2) community members and a minimum of one (1) parent. All directors shall be designated by the existing Board of Directors. Additionally, pursuant to California Education Code Section 47604(b), the Pasadena Unified School District ("District") shall be entitled to a single representative on the Board of Directors.

With the exception of the District representative, directors shall be elected by the majority vote of the Board of Directors based upon the presence of a quorum. Community member representatives will be sought with expertise in areas critical to school success, including but not limited to: education, school finance, fundraising, facilities, government, business, and legal. Board elections will be held in January after school begins. Special elections will be called whenever necessary to fill an unexpected vacant Board seat. The Board of Directors shall consist of at least three (3) voting directors unless changed by amendment to these bylaws.

Except for the initial Board of Directors, each director shall hold office unless otherwise removed from office in accordance with these bylaws for two year(s) and until a successor director has been designated and qualified.

The initial Board of Directors ("Founding Board of Directors") consists of three (3) seats with staggered terms. The Founding Board of Directors includes parent, educator, and community member representatives who support the missions and visions of AGLA and ASL. Two of the Founding directors will serve an initial term of two (2) years, and one Founding director will serve an initial term of one (1) year. The Founding Board of Directors shall be as follows:

Sebastian Cognetta-President
Nicole Pusateri-Secretary
Felipe Velez- Chief Financial Officer

Section 4. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No more than 49 percent of the persons serving on the Board of Directors may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation. The Board may adopt other policies circumscribing potential conflicts of interest.

Section 5. DIRECTORS' TERM. Except for the Founding Board of Directors, each director shall hold office for one year and until a successor director has been designated and qualified.

Section 6. NOMINATIONS BY COMMITTEE. The Chairman of the Board of Directors or, if none, the President will appoint a committee to designate qualified candidates for election to the Board of Directors at least thirty (30) days before the date of any election of directors. The nominating committee shall make its report at least seven (7) days before the date of the election or at such other time as the Board of Directors may set and the Secretary shall forward to each Board member, with the notice of meeting required by these bylaws, a list of all candidates nominated by committee.

Section 7. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. If more people have been nominated for director than can be elected, no corporation funds may be expended to support a nominee without the Board's authorization.

Section 8. EVENTS CAUSING VACANCIES ON BOARD. A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, resignation, or removal of any director; (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (c) the increase of the authorized number of directors; or (d) the failure of the directors, at any meeting of the Board of Directors at which any director or directors are to be elected, to elect the number of directors required to be elected at such Board meeting.

Section 9. RESIGNATION OF DIRECTORS. Except as provided below, any director may resign by giving written notice to the Chairman of the Board, if any, or to the President, or the Secretary, or to the Board. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, a successor may be elected to take office as of the date when the resignation becomes effective.

Section 10. DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS. Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

Section 11. REMOVAL OF DIRECTORS. Any director may be removed, with or

without cause, by the vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given in compliance with the provisions of the Ralph M. Brown Act. (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code). Any vacancy caused by the removal of a director shall be filled as provided in Section 12.

Section 12. VACANCIES FILLED BY BOARD. Vacancies on the Board of Directors may be filled by majority vote of the Board of Directors or, if the number of directors then in office is less than a quorum, by (a) the unanimous consent of the directors then in office, (b) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code Section 5211, or (c) a sole remaining director.

Section 13. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. Any reduction of the authorized number of directors shall not result in any directors being removed before his or her term of office expires.

Section 14. PLACE OF BOARD OF DIRECTORS MEETINGS. Meetings shall be held at the principal office of the Corporation. The Board of Directors may designate that a meeting be held at any place within California that has been designated by resolution of the Board of Directors or in the notice of the meeting. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act, California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation.

Section 15. MEETINGS; ANNUAL MEETINGS. All meetings of the Board of Directors and its committees shall be called, noticed, and held in compliance with the provisions of the Ralph M. Brown Act ("Brown Act"). (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code).

The Board of Directors shall meet annually for the purpose of organization, appointment of officers, and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date, and place as may be specified and noticed by resolution of the Board of Directors.

Section 16. REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held at least once a month. At least 72 hours before a regular meeting, the Board of Directors, or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

Section 17. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board of Directors, if there is such an officer, or the President, or the Secretary, or any two directors. The party calling a special meeting shall determine the place, date, and time thereof.

~~Section 18. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act,~~ special meetings of the Board of Directors may be held only after twenty-four (24) hours notice is given to each director and to the public through the posting of an agenda. Pursuant to the Brown Act, the Board of Directors shall adhere to the following notice requirements for special meetings:

- a. Any such notice shall be addressed or delivered to each director at the director's address as it is shown on the records of the Corporation, or as may have been given to the Corporation by the director for purposes of notice, or, if an address is not shown on the Corporation's records or is not readily ascertainable, at the place at which the meetings of the Board of Directors are regularly held.
- b. Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient whom the person giving the notice has reason to believe will promptly communicate it to the receiver.
- c. The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 19. QUORUM. A majority of the voting directors then in office shall constitute a quorum. All acts or decisions of the Board of Directors will be by majority vote based upon the presence of a quorum. Should there be fewer than a majority of the directors present at any meeting, the meeting shall be adjourned. Voting directors may not vote by proxy.

Section 20. TELECONFERENCE MEETINGS. Members of the Board of Directors may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

- a. At a minimum, a quorum of the members of the Board of Directors shall participate in the teleconference meeting from locations within the boundaries of the school district in which the Charter School operates;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Board of Directors elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;

- d. All locations where a member of the Board of Directors participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;¹
- e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board of Directors directly at each teleconference location; and
- f. The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.²

Section 21. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any Board of Directors meeting to another time or place. If a meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the meeting, to the directors who were not present at the time of the adjournment, and to the public in the manner prescribed by any applicable public open meeting law.

Section 22. COMPENSATION AND REIMBURSEMENT. Directors may receive such compensation, if any, for their services as directors or officers, and such reimbursement of expenses, as the Board of Directors may establish by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

Section 23. CREATION AND POWERS OF COMMITTEES. The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more voting directors and no one who is not a director, to serve at the pleasure of the Board. Appointments to committees of the Board of Directors shall be by majority vote of the authorized number of directors. The Board of Directors may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board of Directors' resolution, except that no committee may:

- a. Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- b. Fill vacancies on the Board of Directors or any committee of the Board;
- c. Fix compensation of the directors for serving on the Board of Directors or on any committee;
- d. Amend or repeal bylaws or adopt new bylaws;
- e. Amend or repeal any resolution of the Board of Directors that by its express terms is

¹ This means that members of the Board of Directors who choose to utilize their homes or offices as teleconference locations must open these locations to the public and accommodate any members of the public who wish to attend the meeting at that location.

² The Brown Act prohibits requiring members of the public to provide their names as a condition of attendance at the meeting.

not so amendable or subject to repeal;

- f. Create any other committees of the Board of Directors or appoint the members of committees of the Board;
- g. Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected; or
- h. Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest.

Section 24. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board of Directors' actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board of Directors' resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board of Directors has not adopted rules, the committee may do so.

Section 25. NON-LIABILITY OF DIRECTORS. No director shall be personally liable for the debts, liabilities, or other obligations of this corporation.

Section 26. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. Aveson and its Board of Directors shall comply with all applicable provisions of the Family Education Rights Privacy Act ("FERPA") as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

ARTICLE VIII OFFICERS OF THE CORPORATION

Section 1. OFFICES HELD. The officers of this corporation shall be a President, a Secretary, and a Chief Financial Officer. The corporation, at the Board's direction, may also have a Chairman of the Board, one or more Vice-Presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed under Article VIII, Section 4, of these bylaws. The officers in addition to the corporate duties set forth in this Article VIII shall also have administrative duties as set forth in any applicable contract for employment or job specification.

Section 2. DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as either the President or the Chairman of the Board.

Section 3. ELECTION OF OFFICERS. The officers of this corporation shall be chosen annually by the Board of Directors and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

Section 4. APPOINTMENT OF OTHER OFFICERS. The Board of Directors may appoint and authorize the Chairman of the Board, the President, or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Board.

Section 5. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause. An officer who was not chosen by the Board of Directors may be removed by any other officer on whom the Board of Directors confers the power of removal.

Section 6. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.

Section 7. VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 8. CHAIRMAN OF THE BOARD. If a Chairman of the Board of Directors is elected, he or she shall preside at the Board of Directors' meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. If there is no President, the Chairman of the Board of Directors shall also be the chief executive officer and shall have the powers and duties of the President of the corporation set forth in these bylaws. If a Chairman of the Board of Directors is elected, there shall also be a Vice-Chairman of the Board of Directors. In the absence of the Chairman, the Vice-Chairman shall preside at Board of Directors meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time.

Section 9. PRESIDENT. Subject to such supervisory powers as the Board of Directors may give to the Chairman of the Board, if any, and subject to the control of the Board, and subject to President's contract of employment, the President shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification. The President shall preside at all Board of Directors' meetings. The President shall have such other powers and duties as the Board of Directors or the bylaws may require.

Section 10. VICE-PRESIDENTS. If the President is absent or disabled, the Vice-Presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a Vice-President designated by the Board, shall perform all duties of the President. When so acting, a Vice-President shall have all powers of and be subject to all restrictions on the President. The Vice-Presidents shall have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

Section 11. SECRETARY. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board.

The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, special, or emergency and, if special or emergency, how authorized; the notice given; and the names of the directors present at Board of Directors and committee meetings.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board of Directors that these bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

Section 12. CHIEF FINANCIAL OFFICER. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

The Chief Financial Officer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board of Directors may designate; (b) disburse the corporation's funds as the Board of Directors may order; (c) render to the President, Chairman of the Board, if any, and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation; and (d) have such other powers and perform such other duties as the Board, contract, job specification, or the bylaws may require.

If required by the Board, the Chief Financial Officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board of Directors for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Chief Financial Officer on his or her death, resignation, retirement, or removal from office.

ARTICLE IX EDUCATIONAL PROFESSIONAL PRACTICE

Section 1. DELEGATION OF MANAGEMENT TO AN EDUCATIONAL PROFESSIONAL PRACTICE. As provided in Section 1 of Article VII of these Bylaws, the Board may delegate the management of the corporation's activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Accordingly, the Board shall contract with a local educational professional practice ("EPP"), comprised of credentialed teachers and administrators, to provide the educational programming and day-to-day administration/management of AGLA and ASL.

Aveson's contract with the EPP (an organization that acknowledges the professional status and capabilities of teachers) will create incentives for program accountability and excellence in teaching not found in the traditional administration/teacher model. Aveson envisions teachers to be key stakeholders, with responsibility for student achievement and a personal as well as financial stake in the success of AGLA and ASL.

Section 2. ULTIMATE AUTHORITY MAINTAINED BY THE BOARD OF DIRECTORS. The Board shall maintain ultimate authority over all operations of AGLA and ASL pursuant to Section 1 of Article VII of these Bylaws. The specific obligations and responsibilities of the EPP shall be set forth in a contract between Aveson and the EPP.

Contracted services will be chosen, negotiated, monitored, audited and evaluated by the Board to ensure the following:

- a. The reasonableness of the terms of the contract with costs reflecting a fair market value of services provided;
- b. The maintenance of the fidelity of the AGLA and ASL Charters;
- c. The academic success as measured by federal and state performance standards and the methods of measurement described in the AGLA and ASL Charters;
- d. The fiscally sound condition of the AGLA and ASL Charters.

The contract between Aveson and the EPP shall provide that in the event the EPP should fail to achieve academic success or engage in mismanagement, the Board shall override the action(s) of the EPP and/or terminate use of the EPP altogether.

ARTICLE X CONTRACTS WITH DIRECTORS

Section 1. CONTRACTS WITH DIRECTORS. The Corporation shall not enter into a contract or transaction in which a director directly or indirectly has a material financial interest (nor any other corporation, firm, association, or other entity in which one or more of this Corporation's directors are directors have a material financial interest) unless all of the following apply:

- a. The director with a material financial interest in the proposed contract or transaction fully discloses his/her financial interest in such contract or transaction in good faith and said disclosure is noted in the Board of Directors meeting minutes.
- b. The director with a material financial interest in the proposed contract or transaction recuses himself/herself from any participation whatsoever in the proposed contract or transaction (i.e., the interested director who recuses himself/herself shall refrain from voting on the matter and shall leave the room during Board discussion and when the final vote is taken).
- c. Such contract or transaction is authorized in good faith by a majority of the Board of Directors by a vote sufficient for that purpose.

- d. Before authorizing or approving the transaction, the Board of Directors considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances.
- e. The corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction was entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

ARTICLE XI

CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES

Section 1. **CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES.** The Corporation shall not enter into a contract or transaction in which a non-director designated employee (e.g., officers and other key decision-making employees) directly or indirectly has a material financial interest unless all of the requirements in the Aveson Conflict of Interest Policy have been fulfilled.

ARTICLE XII

LOANS TO DIRECTORS AND OFFICERS

Section 1. **LOANS TO DIRECTORS AND OFFICERS.** This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses of the corporation.

ARTICLE XIII

INDEMNIFICATION

Section 1. **INDEMNIFICATION.** To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the Board of Directors by any person seeking indemnification under Corporations Code Section 5238 (b) or Section 5238 (c) the Board of Directors shall promptly decide under Corporations Code Section 5238 (e) whether the applicable standard of conduct set forth in Corporations Code Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board of Directors shall authorize indemnification.

ARTICLE XIV INSURANCE

Section 1. **INSURANCE.** This corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its directors, officers, employees, and other agents, to cover any liability asserted against or incurred by any director, officer, employee, or agent in such capacity or arising from the director's, officer's, employee's, or agent's status as such.

ARTICLE XV MAINTENANCE OF CORPORATE RECORDS

Section 1. **MAINTENANCE OF CORPORATE RECORDS.** This corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of the Board and committees of the Board; and
- c. Such reports and records as required by law.

ARTICLE XVI INSPECTION RIGHTS

Section 1. **DIRECTORS' RIGHT TO INSPECT.** Every director shall have the right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary as permitted by California and federal law. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents.

Section 2. **ACCOUNTING RECORDS AND MINUTES.** On written demand on the corporation, any director may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board of Directors and committees of the Board of Directors at any reasonable time for a purpose reasonably related to the director's interest as a director. Any such inspection and copying may be made in person or by the director's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.

Section 3. **MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.** This corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the directors at all reasonable times during office hours. If the corporation has no business office in

California, the Secretary shall, on the written request of any director, furnish to that director a copy of the articles of incorporation and bylaws, as amended to the current date.

ARTICLE XVII REQUIRED REPORTS

Section 1. ANNUAL REPORTS. The Board of Directors shall cause an annual report to be sent to itself (the members of the Board of Directors) within 120 days after the end of the corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds;
- c. The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- d. The corporation's expenses or disbursement for both general and restricted purposes;
- e. Any information required under these bylaws; and
- f. An independent accountant's report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

Section 2. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. As part of the annual report to all directors, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, annually prepare and mail or deliver to each director and furnish to each director a statement of any transaction or indemnification of the following kind:

- a. Any transaction (i) in which the corporation, or its parent or subsidiary, was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (iii) which involved more than \$50,000 or was one of several transactions with the same interested person involving, in the aggregate, more than \$50,000. For this purpose, an "interested person" is either:
 - (1) Any director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or
 - (2) Any holder of more than 10 percent of the voting power of the corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

ARTICLE XVIII
BYLAW AMENDMENTS

Section 1. BYLAW AMENDMENTS. The Board of Directors may adopt, amend or repeal any of these Bylaws by a majority of the directors present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of the Charters that created the Aveson Global Leadership Academy and the Aveson School of Leaders or make any provisions of these Bylaws inconsistent with those Charters, the corporation's Articles of Incorporation, or any laws.

ARTICLE XIX
FISCAL YEAR

Section 1. FISCAL YEAR OF THE CORPORATION. The fiscal year of the Corporation shall begin on July 1st and end on June 30th of each year.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of Aveson, a California nonprofit public benefit corporation; that these bylaws, consisting of 17 pages, are the bylaws of this corporation as adopted by the Board of Directors on February 10, 2007; and that these bylaws have not been amended or modified since that date.

Executed on 12:00 PM at Pasadena, California.

Nicole Pusateri, Secretary